



NATIONAL BANK OF GREECE S.A.

Resolutions of the 2021 Annual General Assembly of NBG

National Bank of Greece ('the Bank') announces that the Annual General Meeting of its Shareholders was held today, 30 July 2021, at 11:00 a.m., remotely in real-time via teleconference.

The General Meeting convened with a quorum of:

- in respect of item 1 of the Agenda, 68.36% of total common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)],
- in respect of Items 2 and 3 of the Agenda, 68.36% of total common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)]
- in respect of items 4-7 and 10.1 -15 of the Agenda, 67.88% of total common voting shares [with the exception of common shares issued in favor of the HFSF (article 7a par. 2 of Law 3864/2010)];

and adopted the following resolutions:

- Approved the amendment of the Bank's Articles of Association.
- Approved the Bank's share capital decrease by reducing the nominal value of each common registered share of the Bank from €3.00 to €1.00 (without any change in the total number of common registered shares) in order to set off equal cumulative accounting losses of previous years, in the context of launching a Stock Options Program in accordance with Article 113(4) of Law 4548/2018. Furthermore, it decided to amend accordingly Article 4 of the Bank's Articles of Association and to grant relevant authorizations.

It is noted that this resolution is subject to the approval of the Single Supervisory Mechanism.

- Granted authorization to the Bank's Board of Directors to launch a Stock Options Program in the form of options to acquire shares of the Bank pursuant to Article 113(4) of Law 4548/2018, addressed to Board members, Senior Management executives, and staff of the Bank and its affiliated companies, in the context of Article 32 of Law 4308/2014.
- Approved, following submission of the Board of Directors' and the Auditors' Reports, the Annual Financial Statements of the Bank and the Group for the financial year 2020 (1.1.2020 – 31.12.2020).
- Approved the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharged the Auditors of the Bank, with respect to the financial year 2020 (1.1.2020 – 31.12.2020), in accordance with par. 1 case c) of article 117 of Law 4548/2018.
- Elected certified auditors "PriceWaterhouseCoopers (PwC)" to undertake the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2021, and determined their remuneration.
- Elected a new Board of Directors with a term of 3 years, i.e. through to the AGM of 2024, pursuant to a) the Bank's internal framework; b) the existing applicable legal and regulatory framework; c) the European Central Bank Guide to Fit and Proper assessments (May 2018) and the joint EBA-ESMA Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12); d) the existing contractual framework with the HFSF and e) international corporate governance best practices. Accordingly, the Board is composed of the following 12 members:

Members:

- ◆ Mr. Paul Mylonas
- ◆ Ms. Christina Theofilidi

Non-executive members:

- ◆ Mr. Gikas Hardouvelis, for the role of Board Chair
- ◆ Mr. Periklis Drougkas, Hellenic Financial Stability Fund Representative under Law 3864/2010

Independent non-executive members:

- ◆ Ms. Aikaterini Beritsi
- ◆ Mr. Wietze Reehoorn

- ◆ Ms. Elena Ana Cernat
- ◆ Mr. Avraam Gounaris
- ◆ Mr. Matthieu Kiss
- ◆ Ms. Anne Marion Bouchacourt
- ◆ Mr. Claude Piret
- ◆ Mr. Jayaprakasa (JP) C.S. Rangaswami

It is noted that the election of members of the Board of Directors of credit institutions is subject to constant review and assessment of their suitability (fit & proper) by the European Central Bank Single Supervisory Mechanism (SSM).

- Approved the remuneration of the Board of Directors of the Bank for the financial year 2020, determined the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2022, approved, for the financial year 2020, the remuneration of the Bank's Directors in their capacity as members of the Bank's Audit, Corporate Governance & Nominations, Human Resources & Remuneration, Risk Management, Strategy & Transformation and Compliance, Ethics & Culture Committees, and determined their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2022.
- Casted a positive vote on the fiscal year 2020 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.
- Redetermined the type of the Audit Committee, the term of office, the number and the qualities of its members as per Article 44 par. 1 case b) of Law 4449/2017.
- Approved the Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.
- Granted authorization to the Bank's Board of Directors in order to proceed to all actions required for forming special reserve for the repayment of holders of Additional Tier 1 capital (AT1), once relevant legislative framework provides such possibility.

Athens, July 30th, 2021